

Hearing Date: June 22, 2007
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11	
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)	
	:		
	:	(Jointly Administered)	
Debtors.	:		
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DEBTORS' STATEMENT OF DISPUTED ISSUES WITH RESPECT
TO PROOFS OF CLAIM NOS. 10911 AND 11114
(MG CORPORATION AND UNIVERSAL TOOL & ENGINEERING COMPANY, INC.)

("STATEMENT OF DISPUTED ISSUES –MG CORP AND UNIVERSAL TOOL")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Statement Of Disputed Issues With Respect To Proofs Of Claim Nos. 10911 (MG) and 11114 (UTE) (this "Statement of Disputed Issues"), and respectfully represent as follows:

Background

1. MG Corporation ("MG") filed proof of claim number 10911 ("Proof of Claim No. 10911") against Delphi on July 26, 2006. Proof of Claim No. 10911 asserts an unsecured claim in the amount of \$16,520.43 (the "MG Claim") allegedly based on unpaid invoices for labor and materials provided by MG for, among other things, the installation of lead acid equipment and lithium polymer parts.

2. Universal Tool & Engineering Company, Inc. ("UTE") filed proof of claim number 11114 ("Proof of Claim No. 11114") against Delphi on July 26, 2006. Proof of Claim No. 11114 asserts an unsecured claim in the amount of \$120,077.19 (the "UTE Claim") allegedly based on unpaid invoices for, among other things, the development of batteries.

3. The Debtors objected to the MG and UTE Claims pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject to Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

4. On November 22, 2006, MG filed its Response To Third Omnibus Claims Objection (Claim No. 10911) (Docket No. 6010) and on November 22, 2006, UTE filed its

Response To Third Omnibus Claims Objection (Claim Nos. 6878, 11114, and 2175) (Docket No. 5878).

Disputed Issues

5. The Debtors believe that MG is not a creditor of the Debtors and dispute that MG is the holder of a valid "claim" against the Debtors as such term is defined in section 101(5) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). Specifically, section 101(5) of the Bankruptcy Code defines a "claim" as a "right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured." 11 U.S.C. § 101(5).

6. MG has not shown, and cannot show, that it had, as of the October 8, 2005 petition date, a right to payment from the Debtors. The Debtors' books and records do not reflect the existence of the MG Claim or any contractual relationship or other direct connection between the Debtors and MG. Accordingly, MG did not have a right to payment from the Debtors on the Petition Date, and the Claim should be disallowed and expunged.

7. The Debtors believe that UTE is a creditor of the Debtors but dispute the amount of the UTE Claim asserted against the Debtors. Specifically, UTE has asserted a claim in the amount of \$120,077.19. However, the UTE Claim is not substantiated by the Debtors' books and records, which reflect an amount owing to UTE by the Debtors of \$76,511.87. UTE has not shown, and cannot show, that it had, as of the October 8, 2005 petition date, a right to payment from the Debtors in the overstated amount of \$120,077.19.

8. Accordingly, the asserted amount of the overstated UTE Claim should be modified.

Reservation of Rights

9. This Statement Of Disputed Issues is submitted by the Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claims and (b) the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claims.

WHEREFORE the Debtors respectfully request that this Court enter an order (a) disallowing and expunging the MG Claim, (b) modifying the asserted amount of the overstated UTE Claim to the dollar amount of \$76,511.87, and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
April 25, 2007

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